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**BellSouth Telecommunications, Inc.**

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**Guy M. Hicks**  
General Counsel

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July 23, 2003

**VIA HAND DELIVERY**

Hon Deborah Taylor Tate  
Chairman  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Aeneas Communications LLC Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*  
Docket No. 03-00450

Dear Chairman Tate:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Aeneas Communications LLC and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated January 9, 2001. The Amendment extends the Term of the Agreement to January 7, 2004.

Thank you for your attention to this matter.

Sincerely yours,

Guy M. Hicks

cc: Jonathan Harlan, Aeneas Communications, LLC

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Aeneas Communications, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. 03-00450

**PETITION FOR APPROVAL OF THE**  
**AMENDMENT TO THE INTERCONNECTION AGREEMENT**  
**NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.**  
**AND AENEAS COMMUNICATIONS, INC.**  
**PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996**

COME NOW, Aeneas Communications, Inc. ("Aeneas") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated January 9 2001 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Aeneas and BellSouth state the following:

1. Aeneas and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Aeneas. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on April 3 2001.
2. The parties have recently negotiated an Amendment to the Agreement which extends the Term of the Agreement for an additional six months until January 7, 2004. A copy of the Amendment is attached hereto and incorporated herein by reference.
3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, Aeneas and BellSouth are submitting their Amendment to the TRA for its consideration

and approval. The Amendment provides that either or both of the parties is authorized to submit this Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and Aeneas within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. Aeneas and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

Aeneas and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 23<sup>rd</sup> day of June, 2003.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

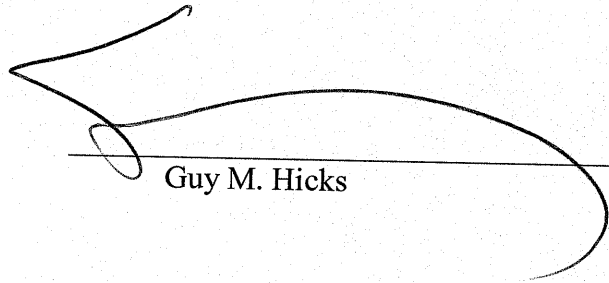
By: \_\_\_\_\_

Guy M. Hicks  
333 Commerce Street, Suite 2101  
Nashville, Tennessee 37201-3300  
(615) 214-6301  
Attorney for BellSouth

# CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 23 day of July, 2003:

Jonathan Harlan  
Aeneas Communications  
301 South Church Street  
Jackson, TN 38301



Guy M. Hicks

**AMENDMENT TO THE AGREEMENT  
BETWEEN  
AENEAS COMMUNICATIONS, LLC  
AND  
BELLSOUTH TELECOMMUNICATIONS, INC.  
DATED JANUARY 9, 2001**

Pursuant to this Amendment, (the "Amendment"), Aeneas Communications, LLC ("Aeneas"), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated January 9, 2001 ("Agreement") to be effective 30 days after the date of the last signature executing the Amendment.

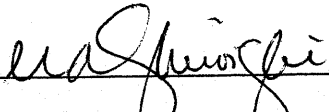
WHEREAS, BellSouth and Aeneas entered into the Agreement on January 9, 2001, and;

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

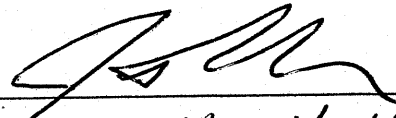
1. The Parties agree that all terms, conditions, rates and provisions of the Agreement, dated January 9, 2001, shall remain in full force and effect for an additional period of six (6) months until January 7, 2004.
2. All of the other provisions of the Agreement, dated January 9, 2001, shall remain in full force and effect.
3. Either or both of the Parties is authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties have executed this Agreement the day and year written below.

**BellSouth Telecommunications, Inc.**

By:   
Name: Elizabeth R. A. Shiroishi  
Title: Director  
Date: 5/29/03

**Aeneas Communications, LLC.**

By:   
Name: Jonathan V. Hahn  
Title: CEO  
Date: 5-15-03